

Code of Business Conduct and Ethics

Doing well by doing good

- Be passionate about clients' successes
- Treat each person with respect
- Be global and responsible
- Unyielding integrity in everything we do

1. Table of Contents

2. Preamble

- Integrity, fairness and transparency are the bedrock of our practice – we will be unrelenting in this
- This document will be an evolving document – but the key principles of Integrity, fairness and transparency are enduring
- The COBC & E (code) provides guidance and framework about all our responsibilities and obligations to comply with laws and our own standards of Business Conduct and Ethics
- It provides guidance in the case of any doubts or dilemma. If doubts persist, there should be no hesitation in talking to the reporting Manager or Partner.

It is imperative we understand the code and ‘Live’ it in all our actions. This will be a critical element that will help us shape an organizational culture with a growth mindset.

The order of priority will be to Humanity, to the Country, to the firm, to our clients, before we look at individuals

- Country – uphold and comply with all laws
- Commitment to each other - Humanity – respect to all, improve diversity. Be a positive contributor to change in the society. Invest in people
- Commitment to ourselves - Firm – deep commitment, strong ownership – putting JAA first
- Commitment to Clients

Doing well by doing good.

It is crucial for each one of us to be the firm’s ambassadors with unflinching adherence to our Code of Business Conduct and Ethics.

Please take the time to study and know, understand and follow the Code so that you conduct yourself in a way that is true to JAA s values.

3. Whom does it apply to?

The Code applies to each and every employee, vendor, partner of JAA, regardless of title or position, to ensure that we uphold the highest possible standards of ethical business practices.

To clarify,

- All partners
- Employees, managers, administrative staff, articled clerks
- Outsourced staff – contract workers
- Vendors, whether or not involved in client service

4. Reporting non-compliance – no blowback

If you know or suspect that any of the policies contained within the code have been violated, you must immediately report the violation or suspected violation to office@jaa-associates.com.

The firm assures that there shall be no retribution or blow-back on the whistleblower.

5. Purpose

- Provide guidance to all of our colleagues and partners on the conduct of our business according to the highest ethical standards.
- By adhering to the Code, we uphold our Values and Attributes – specifically unyielding integrity
- It helps to focus everyone on areas of ethical risk, provides guidance in recognizing and dealing with ethical issues and provides mechanisms to report unethical conduct without fear of retribution
- The COBC is a guide to help whenever you have questions about ethics or if you are faced with an ethical dilemma.
- COBC may not address all the situations which you may encounter - in these situations, use common sense and good judgment in determining appropriate conduct.

6. Our responsibilities

- Read, understand and comply with the code
- Follow all JAA policies and all applicable laws
- When uncertain seek guidance from a colleague, your manager, management or the global compliance department
- Complete all required training and the certification of compliance with the code
- Cooperate fully with appropriately authorized investigations conducted by company representatives
- Promptly report violations or suspected violations of the code or any of the other JAA policies via office@jaa-associates.com or to your manager. Retaliation for making

a report in good faith will not be tolerated. “Good Faith” means providing all the information available and believing it to be true.

7. Our Commitment To Each Other

Mutual Respect means we will treat each other as we would like to be treated. This mainly involves creating a productive, encouraging and safe work place mainly covering the following

- Dress code
- Health and Safety
- Discrimination and Harassment
- Sexual Harassment

7.1 Dress Code

We will adhere to the policies with respect to the dress code and shall present ourselves in the best possible manner as ambassadors of the firm.

7.2 Health and Safety

- We will follow safety and health practices and policies
- We will promptly report accidents
- Use of protective material when using 2 wheelers, seatbelts while driving 4 wheelers, not riding footboard or any public transport in an unsafe manner
- Colleagues should report to work in proper condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated

7.3 Discrimination and Harassment

- JAA is an equal opportunity employer – there shall be no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on ethnic and national origin, race, caste, religion, disability, age, gender, creed, marital status, gender identity, gender expression, sexual orientation, political orientation, protected veteran status, or any other characteristic protected by law.
- JAA does not tolerate any discrimination or harassment of any kind including derogatory comments based on racial, ethnic or religious characteristics, age, ancestry, colour, race, citizenship, ethnic origin, creed, disability, family status,

marital status, gender, sex, sexual orientation, unwelcome sexual advances or comments and any other ground of discrimination prohibited by law.

- Refrain from offensive or threatening behaviour including violence – Verbal, physical or visual, that harasses another, disrupts another’s work performance, or creates an intimidating, offensive, abusive or hostile work environment

7.4 Sexual Harassment

- Sexual harassment, in general, occurs when:
- A request for a date, a sexual favour, or other similar conduct of a sexual nature that is unwelcome, is made a condition of employment, or its continuity, or used as the basis for employment decisions such as sexual advancement, as a factor in employment evaluations or as a condition for receiving any benefit provided by the Firm.
- An intimidating, offensive or hostile work environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behaviour of a sexual nature. A hostile work environment may be created through either verbal or nonverbal acts.

Sexual Harassment is just not tolerated

8. Our Commitment to our Firm

8.1 Conflicts of Interest – Independence?

- Code of Ethics / Independence. Always adhere to ICAI Code of Ethics. Click here to access the same. Mainly, complying with the code, fundamental principles and conceptual framework
- Outside employment - While it is not the intent of JAA to unduly restrict the activities of employees on their own time, no employee may pursue gainful employment outside of JAA while employed here
- A conflict of interest may also arise if an employee’s outside work, including self-employment or commercial pursuit of hobbies and interests, interferes with the employee’s ability to fulfil his or her responsibilities to JAA including scheduled working hours or overtime hours, or if there is a risk that the outside employment may cause the employee to disclose JAA’s confidential or proprietary information or trade secrets.

8.2 Safeguarding Information and Assets

- To best serve our clients and firm, we all have a responsibility to use JAA's assets and resources wisely and with care. And only for business purposes
- All employees are responsible for using good judgment to safeguard the tangible and intangible assets of JAA, and to ensure that our assets are not misused, damaged, lost, stolen or wasted.
- Firm assets include JAA's physical facilities, property and equipment, electronic communication devices, intellectual property, confidential information, files and documents, as well as inventory, computer networks, and supplies.
- The Firm provides employees with access to e-mail, the Internet, telephones and other forms of communication for business purposes, and while we understand the need for limited and occasional use of these tools for personal purposes, this use should not be excessive or be detrimental to the Firm.
- The Firm 's e-mail system, including e-mail accounts and addresses, are the property of the Firm. The Firm has the right to access, monitor and review communications conducted using the Firm 's resources and employees should have no expectation of privacy when using these resources.
- Internet use must be conducted in a reasonable professional manner and must not impede on employee's ability to perform his or her duties. For example, accessing Internet sites containing obscene or offensive material, or sending e mails that are
- Do not share passwords.
- Comply with JAA's IT security requirements such as periodically changing access passwords. Refer and familiarize with JAAs IT policy.
- Report any suspicions you may have concerning theft, embezzlement, or misappropriation of any Firm property.

8.3 Social media and networking

- JAA understands that many of the colleagues are active on social media -
- through social networks, blogs, wikis, chat rooms, comment forums, and other online locales.
- However, employees must remember to be cautious when such activity involves information about or may affect the perception of JAA, its clients and business partners.
- All rules which apply to offline conduct also apply to online comments, postings and other communications.
- before you hit the "Send" button, think carefully. These types of communications live forever.
- Always obey any laws governing your online activities.
- Never give the impression that you are speaking on behalf of the firm unless you are authorized to do so.
- Refrain from posting confidential non-public or proprietary information online.
- Never post any details online about JAA's clients or business partners, including on professional networking sites such as LinkedIn.
- Never post messages which contain racially or sexually offensive material, political or religious solicitations or anything else which is inappropriate or has the potential to cause harm to JAA or its clients and business partners.

8.4 Intellectual property / Confidentiality

- We have an obligation to identify and protect the intellectual property, trade secrets and other confidential information owned by JAA, our clients, and business partners. Doing so is critical to our success.
- Intellectual property or IP refers to patented or potentially patentable inventions, business methods, trademarks, service marks, trade names, copyrightable subject matter and trade secrets.
- We must all be aware of and comply with JAA procedures necessary to safeguard these assets, including complying with any agreement relating to IP and confidentiality agreements signed upon the commencement of or during employment.
- In addition to protecting JAA's own intellectual property rights, JAA respects the valid intellectual property rights of others.
- All employees are responsible for complying with the requirements of software copyright licenses – don't use unauthorized software
- The copying or use of unlicensed or "pirated" or "cracked" software on Firm computers or other equipment to conduct Firm business is strictly prohibited.
- Unauthorized receipt or use of the intellectual property of others may expose JAA to civil lawsuits and damages. Employees are advised to strictly follow all JAA procedures, including those governing the appropriate handling of unsolicited intellectual property.
- Do not download unauthorized music or video on JAA resources or stream unauthorized music or video using JAA's networks or our clients'.

8.5 Confidential information

- One of our most valuable assets is information. Information that is not generally disclosed and could be helpful to JAA or would be to competitors must be protected.
- The unauthorized release of confidential information can cause JAA to lose a critical competitive advantage, embarrass the
- Firm, and damage our relationships with clients and others. For these reasons, confidential information must be accessed, stored, and transmitted in a manner consistent with JAA's policies and procedures. Each of us must be vigilant to safeguard JAA's confidential information as well as third parties' confidential information that is entrusted to us. We must keep it secure, limit access to those who have a need to know in order to do their job and avoid discussion of confidential information in public areas.
- "Confidential information" includes but is not limited to the following:
 - Client lists, vendor lists, client agreements, and vendor agreements
 - Trade secrets and inventions
 - Computer programs and related data and materials

- Drawings, file data, documentation, diagrams and specifications
- Know-how, processes, formulas, models, and flow charts
- Software completed or in various stages of development, source codes, and object codes
- Research and development procedures and test results
- Marketing techniques, materials and development plans, price lists, pricing policies, business plans
- Financial information and projections
- Employee files and other information related to human resources and benefits systems and content.

The obligation to preserve JAA's confidential information is ongoing, even after employment ends.

Our responsibilities

- Use and disclose confidential information only for legitimate business purposes. Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect intellectual property and confidential information by sharing it only with authorized parties.
- Never discuss confidential information when others might be able to overhear what is being said, e.g. on planes, elevators and when using mobile phones.

8.6 Compliance with Laws

- Many laws are applicable to the firm or its services. These include the code of ethics of the Institute of Chartered Accountants of India.
- Violations of laws may subject an JAA Representative to individual criminal or civil liability, as well as to discipline by the Firm. Such individual violations may also subject the Firm to civil or criminal liability or the loss of reputation or business.
- We will comply with all laws including employment, discrimination, health, safety, competition, securities, banking and environmental laws, without exception.
- No JAA Representative has authority to violate any law or to direct another JAA Representative or other person to violate any law on behalf of the Firm.

9. Our Commitment to our Clients

9.1 Commitments

- All our communications, profiles, website will be factual
- No misleading impressions shall be created by words or verbally or in presentations
- we will avoid political or religious remarks in advertisements / newsletters or other outside communication that may be offensive.
- Do not make false or illegal claims about competitors or their services and products.
- Promise what you can deliver and deliver on what you promise.

9.2 Protecting customer information

- Our services puts us in access to client information, including personal information.
- Both legally and ethically, it is our responsibility to maintain data privacy has always been a matter of trust and respect for others.
- We shall Protect the confidentiality of information of current and former clients, as well as job applicants, business partners
- and clients.
- Access and use client information solely for legitimate business purposes and only if you have a need to know.
- Return or destroy personal information that is no longer required by you for business reasons in accordance with our document retention policies.
- When sending personal information across borders or to third parties, make sure that such transmissions are for legitimate business reasons and that they comply with local law. Also ensure that the recipient will safeguard the information.
- Do not forward customer or other business information and documents to personal email IDs (such as Gmail or Hotmail).
- Do not use public file hosting services (such as Dropbox, SkyDrive, iCloud, Amazon Cloud Drive) to backup customers or other business information and documents.
- If you notice a breach of this policy, immediately highlight it to office@jaa-associates.com. Refer to IT policy

9.3 Bribery, Gifts, entertainment & business courtesies

- Other than immaterial gifts such as calendars or items of similar nature, not to exceed Rs. 1,500 per beneficiary, strictly given as business courtesy, JAA does not support providing any gift – whether or not in the nature of bribe or a business courtesy.
- Same limits apply to receiving gifts as well from clients, reportees etc which may create a conflict of interest
- In particular, the following are strictly prohibited:
 - Accepting or offering cash or cash equivalents (gift vouchers, gift cheques/ checks, shares, etc.)
 - Employee using own money or resources to pay for gifts

- Organizing for the gift to be offered indirectly through a third party
- Gifts, entertainment or business courtesies to government officials – with government officials, no gift, money or otherwise is permitted – whether it is within or higher than the limit specified above, either directly or indirectly

**THE CODE OF BUSINESS CONDUCT (COBC) IS INTENDED SOLELY AS AN ETHICS GUIDE.
THE
LANGUAGE USED SHALL NOT BE CONSTRUED AS CREATING A CONTRACT OF
EMPLOYMENT
BETWEEN JAA AND ANY PERSON. JAA EXPRESSLY RETAINS THE RIGHT TO
UNILATERALLY
MODIFY OR AMEND THIS CODE, AT JAA'S SOLE DISCRETION, WITH OR WITHOUT PRIOR
NOTICE TO EMPLOYEES.**